

COPY

Board of Governors of the Federal Reserve System

FRB RICHMOND



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, Robert E. Shallcross

Reporter's Name, Street, and Mailing Address

Rising Sun Bancorp

Legal Title of Holding Company

6 Peal St. PO Box 370

(Mailing Address of the Holding Company) Street / P.O. Box

Rising Sun MD 21911

City State Zip Code

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

Chairman

Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

William Martin VP & Controller

Name Title

410-658-5504-2235

Area Code / Phone Number / Extension

410-658-6215

Area Code / FAX Number

wmartin@nbrs.com

E-mail Address

www.nbrs.com

Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Robert E. Shallcross

Signature of Holding Company Director and Official

3/20/14

Date of Signature

For holding companies not registered with the SEC— Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1846232

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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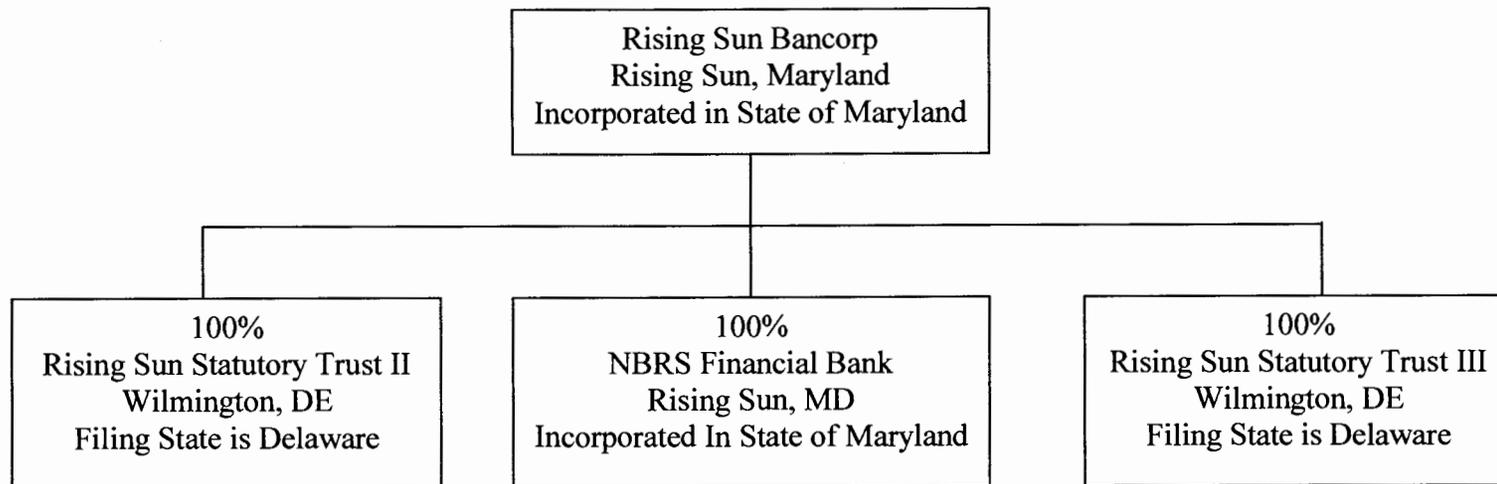
Report Item 1. Annual Report to Shareholders

The bank holding company prepares an annual report for its shareholders. Three copies of the annual report shall be sent under separate cover once the audit is completed.

Report Item 2a. Organization Chart

Organization Chart

Note: The bank holding company is not required to prepare form 10K with the SEC.



Report Item 2b. Domestic Branch Listing

The bank's branch report has been reconciled and verified and filed electronically as instructed. In addition, a copy of the report is included with this report.

Results: A list of branches for your holding company: RISING SUN BANCORP (1846232) of RISING SUN, MD.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	368429	NBRS FINANCIAL BANK	6 PEARL STREET	RISING SUN	MD	21911	CECIL	UNITED STATES	3239	0	NBRS FINANCIAL BANK	368429	
OK		Full Service	3146338	ABERDEEN OFFICE	201 WEST BEL AIR AVENUE	ABERDEEN	MD	21001	HARFORD	UNITED STATES	444059	7	NBRS FINANCIAL BANK	368429	
OK		Full Service	3366257	AUGUSTINE HERMAN BRANCH	305 AUGUSTINE HERMAN HIGHWAY MD RT 213	ELKTON	MD	21921	CECIL	UNITED STATES	443411	6	NBRS FINANCIAL BANK	368429	
OK		Full Service	2882563	HARVE DE GRACE BRANCH	800 REVOLUTION ST	HAVRE DE GRACE	MD	21078	HARFORD	UNITED STATES	204674	1	NBRS FINANCIAL BANK	368429	
OK		Full Service	3202403	DUBLIN BRANCH	3535 CONOWINGO RD	STREET	MD	21154	HARFORD	UNITED STATES	429743	3	NBRS FINANCIAL BANK	368429	
OK		Full Service	3375996	PENN HILL BRANCH	2006 LANCASTER PIKE	PEACH BOTTOM	PA	17563	LANCASTER	UNITED STATES	216422	4	NBRS FINANCIAL BANK	368429	

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Report Item: 3. Securities holders

Part I:

Current Shareholders with ownership, control or holding 5% or more with power to vote as of fiscal year ended December 31, 2012

Name & Address	Country	Percentage of Voting Shares of BHC	Number of Voting Shares of BHC
Lowell McCoy, McCoy Motor Company, McCoy et al, JTWROS Rising Sun, MD	USA	13.09%	484,362
CEDE & Co. New York, NY	USA	15.15%	560,561
NB Sun Investment LLC, Mt. Holly, NJ	USA	27.03%	1,000,000

Part II:

Shareholders with ownership, control or holding 5% or more with power to vote during the fiscal year ended December 31, 2012, but not at the end of the fiscal year

Name & Address	Country	Percentage of Voting Shares of BHC	Number of Voting Shares of BHC
None			

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Report Item: 4. Insiders

Name and Address	Principal Occupation	Title and Position BHC	Title and Position NBRB Financial Bank	Percentage of Voting Shares of BHC	Percentage of Voting Shares in Subsidiaries	Outside Interests
Robert T. Foard, Jr. Rising Sun, MD	Funeral Director	Director	Director	2.92%	N/A	RT Ford & Jones 100% RT Ford Funeral Homes 100%
Robert E. Shallcross Rising Sun, MD	Retired	Director	Director	1.09%	N/A	None
William H. Cox, Jr. Bel Air, MD	Real Estate	Director	Director	2.75%	N/A	William H. Cox Real Estate 50% Liberty Partners LLC 50% Old Fields, Inc. 50%
James A. Crothers, II Rising Sun, MD	Retired	Director	Director	1.63%	N/A	None
John S. Tosh, Jr. Rising Sun, MD	Farmer	Director	Director	0.50%	N/A	Tosh Farms LLC 100%
Sharon C. Walla Elkton, MD	Attorney	Director	Director	0.74%	N/A	W Walla W, LLC 50% Torberthouse, LLC 50% Sharon C. Walla, P.A. 100%
Stuart A. Cohen Darlington, MD	Business Owner	Director	Director	2.71%	N/A	Ivy Hill Land Services, Inc. 25% Hillside Lawn Services, Inc. 100% Gregory Transportation, Inc. 100%
Teresa Greider	Executive Officer	Acting President & CEO	Acting President & CEO	0.82%	N/A	None
Lowell McCoy et al	Car Dealer/Farmer	N/A	N/A	13.09%	N/A	None
CEDE & Co.	N/A	N/A	N/A	15.15%	N/A	N/A
NB Sun Investment LLC	N/A	N/A	N/A	27.03%	N/A	N/A